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(Official Form 1) (12/03)

FORM B1 United States Bankruptcy Court		V-14 D-444	
Southern District of New Yor	·k	Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Atkins Nutritionals Holdings II, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):		
N/A			
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):		
35-2217088	ar ar		
Street Address of Debtor (No. & Street, City, State & Zip Code):	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):		
2002 Orville Dr. North, Ste. A Ronkonkoma, NY 11779-7661			
County of Residence or of the Principal Place of Business: Suffolk County, NY	County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):		
Location of Principal Assets of Business Debtor (if different from street address above):			
 Information Regarding the Debtor (Check the Applicable Boxes) Venue (Check any applicable box) □ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. ☑ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 			
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. Type of Debtor (Check all boxes that apply) Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)			
□ Individual(s) □ Railroad □ Corporation □ Stockbroker □ Partnership □ Commodity Broker □ Other □ Clearing Bank	☐ Chapter 7 ☐ Chapt ☐ Chapter 9 ☐ Chapt ☐ Sec. 304 - Case ancillary to foreig	ter 11	
Nature of Debts (Check one box)	Filing Fee	e (Check one box)	
Consumer/Non-Business ⊠ Business		r the court's consideration certifying that the	
Statistical/Administrative Information UNDETERMINED Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
Estimated Number of Creditors 1-15 16-49 50-99 (consolidated with affiliates)	100-199 200-999 I	1000-over	
Estimated Assets (consolidated with affiliates) \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10 \$50,000 \$100,000 \$500,000 \$1 million million		More than \$100 million ☑	
Estimated Debts (consolidated with affiliates)			
\$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10 \$50,000 \$100,000 \$500,000 \$1 million million		More than \$100 million	

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(Official Form 1) (12/03) FORM B1, Page 2 Name of Debtor(s): Voluntary Petition Atkins Nutritionals Holdings II, Inc. (This page must be completed and filed in every case) Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet) Case Number: Location Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet) Case Number: Name of Debtor: Date Filed: See Annex 1 attached hereto See Annex 1 attached hereto Same herewith District: Relationship: Southern District of New York Affiliates Same herewith **Signatures** Signature(s) of Debtor(s) (Individual/Joint) Exhibit A (To be completed if debtor is required to file periodic reports (e.g., I declare under penalty of perjury that the information provided in this petition forms 10K and 10Q) with the Securities and Exchange is true and correct. Commission pursuant to Section 13 or 15(d) of the Securities [If petitioner is an individual whose debts are primarily consumer debts and Exchange Act of 1934 and is requesting relief under chapter 11) has chosen to file under chapter 7] I am aware that I may proceed under Exhibit A is attached and made a part of this petition. chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. Exhibit B I request relief in accordance with the chapter of title 11, United States Code, (To be completed if debtor is an individual specified in this petition. whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such Signature of Debtor chapter. X X Signature of Joint Debtor Signature of Attorney for Debtor(s) Date Exhibit C Telephone Number (If not represented by attorney) Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? Date Yes, and Exhibit C is attached and made a part of this petition. \boxtimes No **Signature of Non-Attorney Petition Preparer** Signature of Attorney X /s/ Marcia L. Goldstein I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a Signature of Attorney for Debtor(s) copy of this document. Marcia L. Goldstein, Esq. Printed Name of Attorney for Debtor(s) Printed Name of Bankruptcy Petition Preparer Weil, Gotshal & Manges LLP Firm Name 767 Fifth Avenue Social Security Number Address New York, New York 10153 Address (212) 310-8000 Names and Social Security numbers of all other individuals who prepared or Telephone Number assisted in preparing this document: July 31, 2005 Date Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition If more than one person prepared this document, attach additional sheets is true and correct, and that I have been authorized to file this petition on behalf conforming to the appropriate official form for each person. of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. Signature of Bankruptcy Petition Preparer /s/ Joseph J. Conklin Signature of Authorized Individual Date Joseph Conklin, Esq. Printed Name of Authorized Individual A bankruptcy petition preparer's failure to comply with the provisions of Secretary title 11 and the Federal Rules of Bankruptcy Procedure may result in fines Title of Authorized Individual or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156. July 31, 2005 Date

Annex 1 to Chapter 11 Petition

On July 31, 2005, each of the affiliated entities listed below (in addition to the debtor in this chapter 11 case) commenced in this court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Contemporaneously with the filing of these petitions, such entities filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

Company	Date Filed	District	Case No.	Judge	Relation to Debtor
Atkins Nutritionals, Inc.	7/31/05	Southern District of New York	05()		Affiliate
Atkins Nutritionals Holdings, Inc.	7/31/05	Southern District of New York	05()		Affiliate
Atkins Nutritionals (Canada) Limited	7/31/05	Southern District of New York	05()		Affiliate

CERTIFICATE OF RESOLUTIONS

I, Joseph Conklin, an Officer of Atkins Nutritionals Holdings II, Inc., a Delaware corporation (the "Company"), hereby certify that at a special meeting of the Board of Directors of the Company duly called and held on July 31, 2005, the following resolutions were duly adopted in accordance with the requirements of the Delaware General Corporation Law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it was further

RESOLVED, that each of the President, Chief Executive Officer, Chief Financial Officer, or any Vice President, Treasurer, Officer or Secretary, of the Company (each, an "Authorized Officer") is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine and to commence ancillary or related proceedings in Canada as may be necessary or appropriate to effectuate the restructuring of the Company and to execute, verify, and cause to be filed all documents in furtherance thereof, at such time as said officer executing the same shall determine; and it was further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 is hereby employed as attorneys for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and it was further

RESOLVED, that the law firm of Osler, Hoskin & Harcourt, LLP, 1 First Canadian Place, Toronto, Ontario M5X 1B8, Canada is hereby employed as attorneys for the Company in the Company's Canadian proceedings, subject to bankruptcy court approval; and it was further

RESOLVED, that the firm of AP Services, LLC, 9 West 57th Street, New York, New York 10019 is hereby employed as restructuring consultants and crisis managers for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and it was further

RESOLVED, that the firm of Jefferies & Company, Inc., 520 Madison Avenue, New York, New York 10022 is hereby employed as financial advisors for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and it was further

RESOLVED, that each Authorized Officer is hereby authorized, empowered, and directed to execute and file all schedules, motions, lists, applications, pleadings, and other papers, and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which they deem necessary, proper, or desirable in connection with the Company's chapter 11 case and Canadian proceedings, with a view to the successful prosecution of such case and proceedings; and it was further

RESOLVED, that the appropriate members of the Company are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, and to take such other action, as in the judgment of such member shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business under chapter 11 of the Bankruptcy Code and in the Canadian proceedings; and it was further

RESOLVED, that (i) the Senior Secured, Superpriority Debtor-in-Possession Credit Agreement (the "Credit Agreement"), substantially in the form presented to the Board, pursuant to which the Company will guarantee the financing to Atkins Nutritionals, Inc. (the "Borrower") provided therein, in the form of revolving loans and letters of credit in an aggregate principal amount not to exceed \$25,000,000, is authorized and approved in every respect by the Company, (ii) each transaction effected or to be effected pursuant to the terms and provisions of the Credit Agreement is authorized and approved in every respect as being in the best interest of the Company and (iii) the Company shall enter into the Credit Agreement and consummate the transactions contemplated thereby; and further

RESOLVED, that (i) the Security Agreement, substantially in the form presented to the Board (the "Security Agreement"), pursuant to which, among other things, the Company grants to the agent under the Credit Agreement a first-priority security interest on substantially all of its assets to secure the Company's obligations under the Credit Agreement, is authorized and approved in every respect by the Company, (ii) each transaction effected or to be effected pursuant to the terms and provisions of the Security Agreement is authorized and approved in every respect as being in the best interest of the Company and (iii) the Company shall enter into the Security Agreement and consummate the transactions contemplated thereby; and further

RESOLVED, that (i) each Account Control Agreement, substantially in the form presented to the Board (each an "Account Control Agreement" and collectively the "Account Control Agreements", together with the Credit Agreement and the Security Agreement, the "Agreements"), pursuant to which, among other things, the Company grants control over accounts to the agent as required by the Credit Agreement, is authorized and approved in every respect by the Company, (ii) each transaction effected or to be effected pursuant to the terms and provisions of the Account Control Agreements is authorized and approved in every respect as being in the best interest of the Company and (iii) the Company shall enter into the Account Control Agreements and consummate the transactions contemplated thereby; and further

RESOLVED, that each Authorized Officer is authorized, empowered and directed, in the name and on behalf of the Company to perform such acts and deeds and to negotiate, prepare, execute and deliver the Agreements substantially in the form presented to the Board, with such changes, additions and modifications thereto as such officer or officers of the Company executing the same shall deem necessary or appropriate, the authority therefore to be conclusively evidenced by such officer's execution and delivery thereof; and further

RESOLVED, that each Authorized Officer of the Company is authorized, empowered and directed to take such additional action from time to time and execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or any other persons or entities from time to time such additional documents, instruments and agreements, including, without limitation, any amendment, extension, waiver or consent in connection with the Agreements, as any such Authorized Officer may deem appropriate or desirable to implement the provisions of the foregoing resolutions and the Agreements authorized and approved thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefore granted; and further

RESOLVED, that other appropriate officers of the Company to be designated by the Authorized Officers are authorized to execute, or join in the execution of, agreements, documents and instruments on behalf of the Company, to attest or deliver certificates on behalf of the Company and to take such additional action on behalf of the Company as the Authorized Officers may deem appropriate or desirable, relating to any document that the Authorized Officers have been authorized to execute on behalf of the Company pursuant to the foregoing resolutions; and further

RESOLVED, that, any and all past actions heretofore taken by members of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

[Signature page follows]

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IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of July, 2005.

/s/ Joseph J. Conklin	
Signature	
Joseph Conklin, Esq.	
Name	
Secretary	
Title	

NUTED OT ATEC DANIZDUDTON COUDT

SOUTHERN DISTRICT OF NEW YORK		
In re	x : : Chapter 11 Case No),
ATKINS NUTRITIONALS HOLDINGS II, INC.,	: : 05() :	
Debtor.	: : :	
	X	

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

On July 31, 2005, the Debtor and certain of its affiliates commenced chapter 11 cases in this Court. Following is a list of creditors holding the 30 largest unsecured claims against the Debtors, on a consolidated basis, as of July 26, 2005. ¹

Except as set forth below, the list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
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Refer to the list included with the chapter 11 petition of the Debtor's affiliate, Atkins Nutritionals, Inc., filed contemporaneously herewith.

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this schedule.

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DECLARATION UNDER PENALTY OF PERJURY:

I, Joseph Conklin, the undersigned authorized officer of Atkins Nutritionals Holdings II, Inc., named as the debtor and debtor-in-possession in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing list of creditors holding the 30 largest unsecured claims, on a consolidated basis, against the Debtor and its co-debtor affiliates and that it is true and correct to the best of my information and belief as of the date hereof.

Dated: July 31, 2005

/s/ Joseph J. Conklin	
Signature	
Joseph Conklin, Esq.	
Name	
Secretary	
Title	